

RECORDATION NO. 29921 FILED

OCT 11 -8 00 AM

SURFACE TRANSPORTATION BOARD

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October 4, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of September 30, 2011, primary document as defined in the Board's Rules for the Recordation of Documents

The names and addresses of the parties to the enclosed document are

Assignor	SunTrust Equipment Finance & Leasing Corp. 300 East Joppa Road, 7 th Floor Towson, MD 21286
Assignee	The Huntington National Bank 105 East Fourth Street, Suite 200C Cincinnati, OH 45202

Chief
Section of Administration
October 4, 2011
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A description of the railroad equipment covered by the enclosed document
is

15 pieces of maintenance of way equipment: 2 Model 3314S BN
Switch/Tandems T s/ns 153620 and 53621, 2 Caterpillar Magnet Cranes Mode
312DL s/ns JCB00805 and JCB00807, 3 Caterpillar Skid Steer Loaders Model
246C C3S3X s/ns JAY03457, JAY03463 and JAY03465, 2 Scrap Hopper Carts
X8700086 s/ns SHC6018-14-09 and SHC6018-13-09, Heater Car consisting of:
Power Unit Machine X8200084, s/n 3358, and Trailer Unit Machine X8201084,
s/n 3359, 2 J51-REPT-Roadway Equipment Trailer Uplifts, s/ns
1DW1A4821AS181205 and IDWIA4821AS181204, 3 Stacking Konocranes No.
K0901 s/ns G866, G867 and G868

A short summary of the document to appear in the index is.

Memorandum of Assignment and Assumption Agreement

Also enclosed is a check in the amount of \$41 00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a checkmark to the left.

Edward M Luria

EML/sem
Enclosures

OCT 0 '11 -8 00 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT dated as of this 30 day of September, 2011, is made by SunTrust Equipment Finance & Leasing Corp., a Virginia corporation, with an address at 300 E. Joppa Road, 7th Floor, Towson, Maryland 21286 (the "Assignor"), and The Huntington National Bank, a national banking corporation, with an address at 105 East 4th Street, Suite 200C, Cincinnati, Ohio 45202, Inc. ("Assignee", and together with the Assignor, the "Parties").

WITNESSETH:

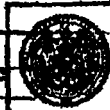
The Parties entered into that certain Specification of Assigned Interest (the "Assignment Agreement") dated as of the date hereof;

Under the Assignment Agreement, the Assignor assigned its right, title and interest in and to certain equipment and leases to Assignee, and Assignee has accepted and assumed all duties and obligations of Assignor with respect thereto ~~arising on or after the date hereof~~. The documents relating to the equipment are set forth in Exhibit A hereto. The equipment is described in Exhibit B hereto.

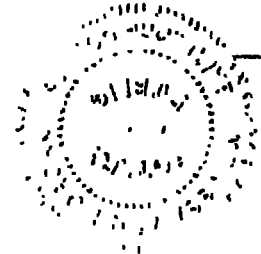
The Parties wish to show for the public record the existence of the aforementioned Assignment Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

SUNTRUST EQUIPMENT FINANCE & LEASING CORP.

By: [Signature]Name: Robert J. HoneycuttTitle: VPMELISSA ANN MORGAN
Notary Public
Baltimore Co., MD
My Comm. Exps. Feb. 28, 2012

For Robert J. Honeycutt



THE HUNTINGTON NATIONAL BANK

By: [Signature]Name: Victoria M. HinesTitle: Sales CoordinatorALYSSA M. SCOTT
Notary Public, State of Ohio
My Commission Expires 08-19-2013

Exhibit B:**DESCRIPTION OF EQUIPMENT**

Quantity	Description	Car Mark & No. or Serial No.
One (1)	Model 3314S BN Switch/Tandem T	153620
One (1)	Model 3314S BN Switch/Tandem T	153621
One (1)	Caterpillar Magnet Crane Mode 312DL	JCB00805
One (1)	Caterpillar Magnet Crane Mode 312DL	J CB00807
One (1)	Caterpillar Skid Steer Loader Model 246C C3S3X	JAY03457
One (1)	Caterpillar Skid Steer Loader Model 246C C3S3X	JAY03463
One (1)	Caterpillar Skid Steer Loader Model 246C C3S3X	JAY03465
One (1)	Scrap Hopper Cart X8700086	SHC6018-14-09
One (1)	Scrap Hopper Cart X8700085	SHC6018-13-09
One (1)	Heater Car consisting of: Power Unit Machine X8200084 Trailer Unit Machine X8201084	3358 3359
One (1)	J51-REPT-Roadway Equipment Trailer Uplift	1DW1A4821AS181205
One (1)	J51-REPT-Roadway Equipment Trailer Uplift	1DW1A4821AS181204
One (1)	Stacking Konocrane No. K0901	S/N G866
One (1)	Stacking Konocrane No. K0901	S/N G867
One (1)	Stacking Konocrane No. K0901	S/N G868

Exhibit A:

LEASE AND SCHEDULE

Equipment Schedule No. 001 dated August 31, 2009, Equipment Schedule No. 004 dated October 29, 2009, Equipment Schedule No. 005 dated October 29, 2009, and Equipment Schedule No. 06 dated October 29, 2009 to that certain Master Lease Agreement dated as of June 4, 2009

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 10/4/11

Edward M Luria
Edward M Luria